82-150

No. .....

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IN THE

# Supreme Court of the United States

OCTOBER TERM, 1982

RETAIL CLERKS UNION LOCAL 648,
RETAIL CLERKS UNION LOCAL 870, AFL-CIO
and
U.F.C.W. LOCAL 1228

*Petitioners,*

vs.

JUDICIAL PANEL ON MULTIDISTRICT LITIGATION
and
EXXON CORPORATION, STANDARD OIL COMPANY OF CALIFORNIA, CHEVRON USA, INC., ATLANTIC RICHFIELD COMPANY, SHELL OIL COMPANY, TEXACO, INC., GULF OIL COMPANY, MOBIL CORPORATION, MOBIL OIL CORPORATION, CONOCO, INC., and UNION OIL COMPANY OF CALIFORNIA,

*Respondents.*

## PETITION FOR A WRIT OF CERTIORARI TO THE COURT OF APPEALS FOR THE NINTH CIRCUIT

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## QUESTION PRESENTED

Can the Judicial Panel on Multidistrict Litigation properly transfer a removed action from one District Court to another District Court where it appears on the face of the removed action that federal jurisdiction is lacking and where a motion to remand is pending?

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and
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*Petitioners,*

vs.

Judicial Panel On Multidistrict Litigation
and
Exxon Corporation, Standard Oil Company Of California,
Chevron USA, Inc., Atlantic Richfield Company,
Shell Oil Company, Texaco, Inc., Gulf Oil Company,
Mobil Corporation, Mobil Oil Corporation, Conoco, Inc.,
and Union Oil Company Of California,

*Respondents.*

## PETITION FOR A WRIT OF CERTIORARI TO THE COURT OF APPEALS FOR THE NINTH CIRCUIT

Retail Clerks Union Local 648, Retail Clerks Union Local 870, AFL-CIO, and U.F.C.W. Local 1288, petitions for a writ of certiorari to review the judgment of the Court of Appeals for the Ninth Circuit in this case.

## REVIEW ON CERTIORARI NECESSARY

Petitioners respectfully suggest that this court should review the decision of the Court of Appeals for the Ninth Circuit because:

1. It conflicts with the Sixth Circuit's opinion in *BankOhio Corp.* v. *Fox*, 516 F.2d 29 (6th Cir. 1975); and

2. This opinion decides an important question of federal jurisdictional law which has not been, but should be, settled by this Court.

## OPINIONS BELOW

The order of the Judicial Panel on Multidistrict Litigation transferring this state-court, indirect-purchaser, antitrust action from the United States District Court for the Northern District of California (to which Court it had been improperly removed by the defendants) to the United States District Court for the Central District of California is attached hereto as Exhibit 1.

The order of the United States Court of Appeals for the Ninth Circuit denying Petitioners' Writ of Mandamus is attached hereto as Exhibit 2.

## SUPREME COURT JURISDICTION

The jurisdiction of this Court is invoked under Title 28, United States Code, Section 1254(a).

## STATEMENT OF THE CASE

What started out as a simple state-court, antitrust case in the San Francisco Superior Court has been transformed into "multidistrict litigation" in which five separate federal courts have now become involved. Thousands of dollars and hundreds of hours have been wasted since this case was improperly removed to federal court. Now is the time to put a halt to these federal proceedings before more time, more money and more energy are wasted.

Petitioners, Retail Clerks Union Local 648, Retail Clerks Union Local 870, AFL-CIO, and U.F.C.W. Local 1288, filed an indirect-purchaser, Cartwright Act suit in the San Francisco Superior Court on January 14, 1982. That state-court action was removed to the San Francisco Federal District Court on January 27, 1982.

Two days later, Petitioners moved that District Court for an order remanding their case back to the San Francisco Superior Court.

Prior to the hearing on Petitioners' remand Motion, defendants moved the Judicial Panel on Multidistrict Litigation ("Panel") to order the transfer of this indirect-purchaser, state-court, antitrust case to the Los Angeles Federal District Court, there to be consolidated with certain MDL-proceedings that are almost ten years old.

The San Francisco Federal District Court refused to proceed with Petitioners' motion to remand until the Panel ruled on defendants' transfer motion. Petitioners sought Mandamus relief in the United States Court of Appeals for the Ninth Circuit requiring the District Court to proceed with the remand hearing; that relief was denied.

On May 13, 1982, the Panel transferred this action to the Los Angeles Federal District Court and consolidated it with the *Petroleum Products* cases. Petitioners once again sought Mandamus review in the Ninth Circuit. On July 7, 1982, the Ninth Circuit denied the requested relief, finding that petitioners' had ". . . alternative remedies available . . .".

Therefore a case over which the San Francisco Federal District Court had no jurisdiction was transferred by the Panel — which likewise was without jurisdiction — to the Federal District Court in Los Angeles, which also is without jurisdiction to hear Petitioners' Complaint. Thus, Petitioners are faced with the prospect of having to spend even more money and waste more time in having yet a second Federal District

Court rule on the remand of their state-court action, not to mention that they are now forced to travel some 400 miles to attend the hearing.

The effect of this Panel decision is that even where federal jurisdiction appears lacking on the face of a state-court complaint, that case can be removed to a Federal District Court with impunity and then transferred anywhere in the United States by the Panel if it even remotely resembles any MDL-litigation then in progress.

The precedential ramifications of the Panel's Transfer Order are staggering. The federal system will be flooded with state-court antitrust cases, not to mention other state-court actions, such as securities act cases. Litigants will be required to pack-up their bags and travel from one State to another at the whim of the Panel. Motions to remand that should be decided by the Federal District Court in the District from which the state-court proceeding was removed, will be decided by MDL Transfer Courts, sometimes thousands of miles from the state in which the action was originally initiated. Numerous federal judges and other court personnel will have to be involved with such cases — at least the Transferor Court, the Panel and the Transferee Court — all at a substantial cost of the taxpayers.

Petitioners respectfully suggest that this Court should put a halt to this unwarranted usurpation of state-court litigation by the lower Federal Courts.

## REASONS FOR GRANTING REVIEW

### A. Conflict Among Circuit Courts

The Ninth Circuit's decision below is in direct conflict with the Sixth Circuit's opinion in *BankOhio Corp* v. *Fox*, 516 F.2d 29 (6th Cir. 1975).

The *BankOhio* case involved a review by the Sixth Circuit on a mandamus petition of a District Court's refusal to dismiss a state-court action improperly removed to that federal court. In *BankOhio*, the plaintiffs had filed a state-court action against a defendant accounting firm, claiming fraud and negligence in the preparation of financial statements for the Equity Funding Corporation of America. Defendants removed that state-court suit to the Federal District Court in the District in which the state court was sitting. Thereafter, plaintiff's motion to remand was denied by that District Court, as was plaintiff's motion to dismiss for

lack of subject matter jurisdiction. Defendants then moved the Panel for an order transferring *BankOhio* to the Central District of California, for coordination with other *Equity Funding* cases.

Plaintiffs' sought a Writ of Mandamus requiring the District Court to dismiss *BankOhio* for lack of jurisdiction. Shortly thereafter, the Panel entered a Transfer Order, sending *BankOhio* from the Western District of Michigan to the Central District of California.[1]

In answering defendants' argument that 28 U.S.C. 1407 required removal and transfer of this state-court action, rather than remand or dismissal, the Sixth Circuit held:

> Neither does the statute on multidistrict litigation, 28 U.S.C. Sec. 1407, compel a different result. No matter how desirable respondents feel it may be to consolidate in California all litigation in any way related to Equity Funding, there is nothing in the applicable statute to provide an exception to the rules normally governing removal of cases from state courts. Such a transfer cannot be made unless the district court properly has jurisdiction of the subject matter of the case. Here there is no such jurisdiction. 516 F.2d, p. 32.

The Ninth Circuit's refusal to issue a writ of mandamus requiring the Panel to vacate its Transfer Order so that the Federal District Court for the Northern District of California could rule on Petitioners' remand motion is in clear conflict with the Sixth Circuit's *BankOhio* decision holding that a Panel Transfer Order ". . . cannot be made unless the district court properly has jurisdiction of the subject matter of the case." 516 F.2d, p. 32.

## B. This Petition Involves an Important Question of Federal Law Which Has Not Been, But Should Be, Settled by this Court

Since this Court's *Illinois Brick*[2] opinion, limiting Clayton-4, treble-damage suits to direct purchasers only, state-court antitrust actions have grown apace. See, *Esprit de Corp.* v. *Alton Box Board Co., et al.*, Civil No. 750-975 (S.F. Super. Ct. 1979); *Greenberg* v. *Leviton Manufactur-*

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[1] The Panel stayed its Transfer Order until after the mandamus petition was heard by the Sixth Circuit.

[2] *Illinois Brick Company* v. *Illinois*, 431 U.S. 702 (1977).

*ing Co., et al.*, Civil No. 759-734 (S.F. Super. Ct. 1979); *Busy Boy Markets Inc., et al.* v. *Roblin Industries, Inc., et al.*, Civil No. 781-380 (S.F. Super. Ct. 1981); *Sherer* v. *Amtel, Inc., et al.*, Civil NO. 786-832, (S.F. Super. Ct. 1982); *Retail Clerks Union, Local 1288, et al.* v. *Allied Finance Adjusters Conference, et al.*, Civil No. 777-670 (S.F. Super Ct. 1981); *Villmar Dental Studios, Inc., et al.* v. *Union Carbide Corporation, et al.*, Civil No. 776-005 (S.F. Super. Ct. 1981); *Pate* v. *Boise Cascade Corp., et al.*, Civil No. 765-742 (S.F. Super. Ct. 1980); *Goldberg* v. *CPC Industrial, Inc. et al.*, Civil No. 765-217 (S.F. Super. Ct. 1981).[3]

In addition to California, at least six other states have enacted anti-*Illinois Brick* damage statutes. See, for example, Alabama Code, Section 6-5-60; Hawaii Revised Statutes, Section 480-14(c); Illinois Revised Statutes, Chapter 31, Section 60-7(2); Mississippi Code, Section 75-21-9; New Mexico Statutes, Section 57-1-3(A); and Wisconsin Statutes, Section 133.18(1).[4]

Petitioners respectfully suggest that unless this Court rules on the question of whether the Panel can transfer removed, state-court, antitrust actions, which on their face show a lack of federal jurisdiction, the federal judicial system will be flooded with removed, state-court, antitrust actions, which will then be subject to transfer by the Panel throughout the United States.

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[3] Petitioners do not know how many other Cartwright Act, class actions are pending in other California Courts.

[4] Petitioners do not know how many indirect-purchaser antitrust actions are pending in these six states.

## CONCLUSION

This action was brought by *indirect purchasers* alleging violations of the California Cartwright Act. The unambiguous mandate of this Court's *Illinois Brick* ruling is that indirect-purchaser actions cannot be brought in federal courts. That being the case, the Panel's Transfer Order was clearly erroneous, and the Ninth Circuit's failure to vacate that Transfer Order was likewise erroneous, and should be corrected by this Court.

DATED: July 26, 1982

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## EXHIBIT 1

## DOCKET NO. 150
## BEFORE THE JUDICIAL PANEL ON MULTIDISTRICT LITIGATION
## IN RE PETROLEUM PRODUCTS ANTITRUST LITIGATION

*Retail Clerks Union Local 648, et a., v. Exxon Corp., et al.*, N.D. California, C.A. No. C82-0480-TEH

### TRANSFER ORDER*

The Panel, pursuant to 28 U.S.C. §1407, previously has centralized several actions in this litigation in the Central District of California and, with consent of that court, assigned them to the Honorable William P. Gray, *In re Petroleum Products Antitrust Litigation*, 419 F. Supp. 712 (J.P.M.L. 1976).[1] Presently before the Panel is a motion by certain defendants in the above-captioned action *(Retail Clerks)* to transfer the action under Section 1407 from the Northern District of California to the Central District of California. Plaintiffs in *Retail Clerks* and some parties in MDL-150 actions pending in the transferee district oppose transfer.

On the basis of the papers filed and the hearing held, the Panel finds that *Retail Clerks* involves common questions of fact with the actions in this litigation previously centralized in the Central District of California, and that transfer of *Retail Clerks* for inclusion in the coordinated or consolidated pretrial proceedings occurring in that district will serve the convenience of the parties and witnesses and promote the just and efficient conduct of litigation.

No party disputes that *Retail Clerks* and the actions in the transferee

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* Judges Andrew A. Caffrey, Fred Daugherty and Sam C. Pointer, Jr., took no part in the decision of this matter. Although Judge Charles R. Weiner was not present at the hearing, he has, with the consent of the parties, participated in this decision.

[1] In two earlier decisions, the Panel had centralized some of the actions in this litigation in the District of Connecticut. *In re Petroleum Products Antitrust Ligitation*, 393 F. Supp. 1091 (J.P.M.L. 1975); 407 F. Supp. 249 (J.P.M.L. 1976). The Panel subsequently decided to retransfer this litigation to the Central District of California. *In re Petroleum Products Antitrust Litigation, supra*, 419 F. Supp. 712.

district share questions concerning a conspiracy to fix, raise, maintain and stabilize the prices of refined petroleum products. Opponents to transfer raise two primary objections: 1) that because the actions in the transferee district are at an advanced stage, transfer of *Retail Clerks* would hamper the efficient resolution of the actions already pending in the transferee district; and 2) that because a motion to remand *Retail Clerks* has been filed in the Northern District of California, transfer should not be effected before that motion is decided. We find neither objection persuasive. Discovery is still ongoing in the actions in the transferee district and transfer of *Retail Clerks* will make it possible for discovery previously completed in the transferee district to be made available to the *Retail Clerks* parties, thereby preventing unnecessary duplication and inconvenience. *See, e.g., Manual for Complex Litigation*, Parts I and II, §§3.11 (rev. ed. 1981). Transfer need not delay resolution of the actions already pending in the transferee district, for the discovery on any issues unique to *Retail Clerks* may be scheduled by the transferee judge to proceed independently from the undertaking of any common pretrial matters. *See In re Republic National-Realty Equities Securities Litigation*, 382 F. Supp. 1403, 1405-6 (J.P.M.L. 197)). Finally, we note that the transferee judge has the power to determine the question of remand. *See In re Air Crash Disaster at Florida Everglades on December 29, 1972*, 368 F. Supp. 812, 813 (J.P.M.L. 1973).

IT IS THEREFORE ORDERED that, pursuant to 28 U.S.C. §1407, the action entitled *Retail Clerks Union Local 648, et al. v. Exxon Corp., et al.*, N.D. California, C.A. No. C82-0480-TEH, be, and the same hereby is, transferred to the Central District of California and, with the consent of that court, assigned to the Honorable William P. Gray for inclusion in the coordinated or consolidated pretrial proceedings occurring there.

FOR THE PANEL

/s/ Roy W. Harper

Roy W. Harper
Acting Chairman

## EXHIBIT 2

**UNITED STATES COURT OF APPEALS**
**FOR THE NINTH CIRCUIT**

| | |
|---|---|
| RETAIL CLERKS UNION LOCAL 648; RETAIL CLERKS UNION LOCAL 870, AFL-CIO; and U.F.C.W. LOCAL 1288,<br><br>Petitioners,<br>vs.<br><br>JUDICIAL PANEL ON MULTIDISTRICT LITIGATION,<br><br>Respondent,<br>and<br><br>EXXON CORPORATION; STANDARD OIL COMPANY OF CALIFORNIA; CHEVRON USA, INC.; ATLANTIC RICHFIELD COMPANY; SHELL OIL COMPANY; TEXACO, INC.; GULF OIL COMPANY; MOBIL CORP.; CONOCO, INC.; UNION OIL COMPANY OF CALIFORNIA; and DOES I through XXX,<br><br>Real Parties in Interest. | No. 82-7311<br><br>DC# 82-0480 TEH<br>Northern California<br><br>ORDER |

Before: FARRIS AND POOLE, Circuit Judges

The petition for writ of mandamus filed May 28, 1982, is denied. Extraordinary mandamus relief is not required in light of the alternative remedies available to petitioners.

With respect to the "Supplement and Comment re Petition for Writ of Mandamus" submitted by real parties in interest on June 15, 1982, counsel are directed to the provisions of Fed. R, App. P. 21(b). No document amounting to an answer to a mandamus petition should be submitted in the absence of a request by the court.

No. .....

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# Supreme Court of the United States

OCTOBER TERM, 1982

RETAIL CLERKS UNION LOCAL 648,
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MOBIL CORPORATION, MOBIL OIL CORPORATION, CONOCO, INC.,
and UNION OIL COMPANY OF CALIFORNIA,

*Respondents.*

## PETITION FOR A WRIT OF CERTIORARI TO THE COURT OF APPEALS FOR THE NINTH CIRCUIT

### CERTIFICATE OF SERVICE

I hereby certify that on this 26th day of July, 1981, three copies of the Petition for a Writ of Certiorari were mailed, with first-class postage prepaid, to the following parties and counsel of record as shown on the attached list.

I further certify that all parties required to be served have been served.

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Northern District of California
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No. 82-150

# In the Supreme Court of the United States

OCTOBER TERM, 1982

RETAIL CLERKS UNION LOCAL 648,
RETAIL CLERKS UNION 870, AFL-CIO
and
U.F.C.W. LOCAL 1228

*Petitioners,*

vs.

JUDICIAL PANEL ON MULTIDISTRICT LITIGATION
and
EXXON CORPORATION, STANDARD OIL COMPANY OF CALIFORNIA,
CHEVRON USA, INC., ATLANTIC RICHFIELD COMPANY,
SHELL OIL COMPANY, TEXACO, INC., GULF OIL COMPANY,
MOBIL CORPORATION, MOBIL OIL CORPORATION, CONOCO, INC.,
AND UNION OIL COMPANY OF CALIFORNIA,

*Respondents.*

## Supplemental Brief to Brief in Opposition to Petition for a Writ of Certiorari to the United States Court of Appeals for the Ninth Circuit

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September 2, 1982

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No. 82-150

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MOBIL CORPORATION, MOBIL OIL CORPORATION, CONOCO, INC.,
AND UNION OIL COMPANY OF CALIFORNIA,

*Respondents.*

## Supplemental Brief to Brief in Opposition to Petition for a Writ of Certiorari to the United States Court of Appeals for the Ninth Circuit

The list in Appendix A contains amendments to the list of respondents' corporate affiliates and subsidiaries contained in Appendix A to respondents' Brief in Opposition to Petition for a Writ of Certiorari in this case. The amendments make the list accurate as of August 27, 1982, the date of submission of the Brief in Opposition.

Respectfully submitted,

JOHN E. SPARKS

## *Appendix A*

### PARENTS, AFFILIATES AND SUBSIDIARIES
### (Other than Wholly-Owned Subsidiaries)

#### ATLANTIC RICHFIELD COMPANY

The following entities are deleted from the list of Atlantic Richfield affiliates and subsidiaries printed at pages 2-3 of Appendix A to the Brief in Opposition to Petition for a Writ of Certiorari:

Ontario Terminals Inc.
Platte Pipe Line Company
Sinclair Venezuelan Oil Company

The following entities are added to the list:

Alumina Partners at Jamaica
The Ambler Mining Company
Atlantic Richfield de Mexico, S.A. de C.V.
Aughinish Alumni, Ltd.
Aughinish Estates
Aughinish Finance, Ltd.
Compania Internacional Minera, S.A. de C.V.
Detender Mining and Milling Corporation
Dragon Consolidated Mining Company
Eisenhower Mining Company
F.T.L. Company Limited
Imperial Eastman de Mexico, S.A.
Jamaica Alumina Security Company Ltd.
Las Quintas Serenas Water Company
Manufacturera de Cintas Metalicas, S.A.
Middle Swansea Mining Company
Minera Anaconda Limitada
Oxirane Technology
Park City Ventures
Park Cummings Mining Company
Participaciones Mexicanas, S.A. de C.V.
Productos Especiales Metalicos, S.A.
Solvamex, S.A. de C.V.
William Prym de Mexico S.A.

**MOBIL CORPORATION and MOBIL OIL CORPORATION**

The following entities are deleted from the list of Mobil Corporation and Mobil Oil Corporation affiliates and subsidiaries printed at pages 3-13 of Appendix A to the Brief in Opposition to Petition for a Writ of Certiorari:

Croager Bros. (1962) Limited
Fountain Garage (Alfreton Road) Ltd.
Fountain Garage (Halesowen) Ltd.
Fountain Garage (Leyton) Ltd.
Fountain Garage (Sale) Ltd.
Fountain Garage (Wednesbury) Ltd.
Germ Lubricants Limited
H. E. Oils Limited
K. Allan & Company Limited
Michael Beecham Limited
Mobil Corporation
Modern Buildings Membranes Ltd.
Motrate Products Limited
Ragosine Oil Company Limited
Roc Lubricants Limited
Roc Lubricants (OCL) Limited
Socalor
Thomas Moscrop (Lion Oils) Limited

The following entities are added to the list:

Arabian Shipping & Trading Company S.A.
Arabian Trading Company S.A.
Bin Sulaiman Mobil Towers
Commodore Maritime Company, S.A.
Fairwind Maritime Company, S.A.
Likit Petrol Gazi ve Yakit Ticaret A.S.
Saudi Tankers Limited
Societe Regionale de Produits Energetiques
Tradewind Maritime Co., S.A.

**TEXACO, INC.**

The following entities are deleted from the list of Texaco, Inc. affiliates and subsidiaries printed at pages 16-20 of

Appendix A to the Brief in Opposition to Petition for a Writ of Certiorari:

Botany Bay Tanker Company (Australia) Pty. Limited
NDOLA Oil Storage Company Limited
Irish Refining Company Limited
Refinery Services Company S.A.
Societe Camerounaise D'Entreposage (SCE)
Societe De Cabotage Petrolier S.A.
Societe Du Pipeline Sud-European S.A.
Societe Nationale De Raffinage
TNPL
AK Chemie GmbH & Co. KG
Braunkohle-Benzin AG
Knoops & Muller Mineralolhandel GmbH
Karlsruhe-Stuttgart Rohrleitung GmbH
Bremer Mineralolhandel GmbH
Dennenberg & Co. Mineralolhandel GmbH
W. Knierim & Co. Mineralolhandel GmbH
Boske & Co. Mineralolhandel GmbH
HoeTex Beteiligungsgeselschaft mbH
Wichmann Beteiligungsgeselschaft mbH
Caluplast Farbenfabriken Wichmann
Zerssen Mineralolhandel GmbH & Co. GmbH
Heddington Brokers Limited

The following entities are added to the list:

Bonafides Grundstueksverwaltunggesellschaft mbH & Co. Vermietungs KG
Bayswater Nominees Pty. Ltd.
Hunter Pipeline
Majic Markets
Caltex Australia Limited
West Australian Petroleum Pty. Limited
Honam Oil Refinery Company, Limited
Korean Tanker Company Limited
Texaco Ghana Limited

**Trans-Northern Pipelines Inc./Pipelines Trans-Nord Inc.**
**Farmer Construction Limited**
**Nippon Oil Staging Terminal Company, Limited**
**Newcastle Pipeline**
**Motorway Services LTD.**
**Mamafil Limited**

FILED
AUG 27 1982
ALEXANDER L. STEVAS,
CLERK

No. 82-150

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RETAIL CLERKS UNION 870, AFL-CIO
and
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*Petitioners,*

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JUDICIAL PANEL ON MULTIDISTRICT LITIGATION
and
EXXON CORPORATION, STANDARD OIL COMPANY OF CALIFORNIA, CHEVRON USA, INC., ATLANTIC RICHFIELD COMPANY, SHELL OIL COMPANY, TEXACO, INC., GULF OIL COMPANY, MOBIL CORPORATION, MOBIL OIL CORPORATION, CONOCO, INC., AND UNION OIL COMPANY OF CALIFORNIA,

*Respondents.*

## Brief in Opposition to Petition for a Writ of Certiorari to the United States Court of Appeals for the Ninth Circuit

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## THE QUESTION PRESENTED FOR REVIEW

Did the Court of Appeals abuse its discretion by refusing an extraordinary writ to review an order of the Judicial Panel on Multidistrict Litigation transferring pursuant to 28 U.S.C. § 1407 an antitrust case pending in the District Court for the Northern District of California to the Central District of California for coordinated pretrial proceedings with other cases involving essentially the same real parties in interest and the same claims, in the circumstances that (a) the case had been removed from the California state court, (b) prior to entry of the transfer order a motion to remand had been filed in the Northern District Court, (c) an order of the Northern District Court stayed all proceedings until after the transfer motion had been decided by the Panel, and (d) the motion to remand is now pending before the Central District Court?

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CHEVRON USA, INC., ATLANTIC RICHFIELD COMPANY,
SHELL OIL COMPANY, TEXICO, INC., GULF OIL COMPANY,
MOBIL CORPORATION, MOBIL OIL CORPORATION, CONOCO, INC.,
AND UNION OIL COMPANY OF CALIFORNIA,

*Respondents.*

## Brief in Opposition to Petition for a Writ of Certiorari to the United States Court of Appeals for the Ninth Circuit

This brief is submitted on behalf of certain of the respondents, defendants below.[1]

1. Those defendants are Standard Oil Company of California, Chevron USA, Inc., Atlantic Richfield Company, Shell Oil Company, Texaco, Inc., Gulf Oil Company, Mobil Corporation, Mobil Oil Corporation and Union Oil Company of California. The list of related companies required by this Court's Rule 28.1 is Appendix A hereto.

## PRELIMINARY STATEMENT

We agree with petitioners that there inheres in these proceedings an important jurisdictional question, which ultimately may require resolution by this Court, viz:

> May this Court's interpretations of the federal antitrust laws be circumvented by initiation of an action in state court purportedly stating claims under a state antitrust statute involving parties and transactions in interstate commerce already the subject of multidistrict Sherman Act litigation brought by several state attorneys general pursuant to the federal *parens patriae* statute (15 U.S.C. § 15(c)) and consolidated in federal court for pretrial proceedings pursuant to 28 U.S.C. § 1407, or do not the supremacy of federal law and the federal policies expressed in the Sherman and Clayton Acts, the *parens patriae* statute and 28 U.S.C. § 1407 require the application of federal law to such state court action and is it not therefore removable to federal court pursuant to 28 U.S.C. § 1441(b) as an action arising under federal law? And does not the Court's recent decision in *Federated Department Stores v. Moitie, infra,* provide an adequate basis for removal in these circumstances?

But that question is not yet ripe for review by this Court. An accurate statement of the question now presented is as stated at page (i), *supra.*

## STATEMENT OF THE CASE

Petitioners filed this action in the California Superior Court in San Francisco, California, asserting claims purportedly arising under California's antitrust statute, which were already the subject of a case pending between essentially the same real parties in interest and consolidated for pretrial purposes with other similar cases in the United

States District Court for the Central District of California, *Petroleum Products Antitrust Litigation*, MDL 150-WPG, in the files of that court and assigned to the Honorable William P. Gray.[2] Defendants removed this case to the District Court for the Northern District of California on the ground, among others, that the case was artfully pleaded to avoid the jurisdiction of the federal courts and the pretrial rulings in MDL-150, relying on *Federated Department Stores v. Moitie*, 452 U.S. 394, 397, n.2 (1980). Petitioners filed a motion to remand. Defendants filed with the Judicial Panel on Multidistrict Litigation a motion to transfer this case to the Central District of California for consolidation with MDL-150. The Northern District Court stayed its consideration of the motion to remand until after such time as the Panel should decide the motion to transfer. Petitioner filed a petition for writ of mandamus with the Court of Appeals seeking to compel a ruling by the Northern District Court on the motion to remand. The Court of Appeals denied the petition. The Panel thereafter transferred this action to the Central District of California for consolidation with MDL-150.

Petitioners again filed a petition for writ of mandamus with the Court of Appeals seeking review of the transfer

---

2. Among the MDL-150 cases is *State of California v. Standard Oil Company of California, et al.*, 76-2839-WPG, in which California seeks recovery under both state and federal antitrust laws on behalf of a class of California motorists that subsumes the class sought to be represented by plaintiffs in the case at Bar against eight of the same defendants. California sought certification of a class of motorists on the grounds, among others, that sales to motorists by defendants' lessee dealers are in fact direct sales by defendants not barred by *Illinois Brick Co. v. Illinois*, 431 U.S. 720 (1977). The present action was filed in state court only a few months after Judge Gray declined to certify a motorist class in the *California* action, which order is pending on appeal in the Ninth Circuit Court of Appeals.

order entered by the Panel, which was denied "in light of the alternative remedies available to petitioner" (Petition, Exhibit 2).

## REASONS FOR DENIAL OF WRIT

There is no basis for issuance of a writ of certiorari to review the order of the Court of Appeals.

(1) No lower court has yet addressed the jurisdictional question presented by the motion to remand. As the Court of Appeals recognized in denying the petition below, it would be premature for either the Court of Appeals or this Court to address the question. *Singleton v. Wulf*, 428 U.S. 106, 119-21 (1976). The District Court to which the case has been transferred is the appropriate court to address the motion to remand.

(2) The denial of the writ of mandamus does not conflict with the decisions of any other circuits. In *BankOhio Corp. v. Fox*, 516 F.2d 29 (6th Cir. 1975), the Court of Appeals reversed a District Court's denial of a motion to remand, thereby ousting the federal courts of jurisdiction. The Court of Appeals had no occasion to review the action of the Panel, which had *stayed* its transfer order pending the outcome of the mandamus proceeding in the Court of Appeals. In the present case, no court has acted on plaintiffs' motion to remand; the jurisdiction of the federal courts remains; and the petition is addressed solely to the transfer order of the Panel.

(3) The decision of the Court of Appeals does not conflict with any prior decision of this Court.

(4) The petition herein presents merely the issue whether the Court of Appeals abused its discretion in refusing to issue its extraordinary writ to vacate the Panel's transfer order with the end that a pending motion to remand would

be decided by the District Court sitting in San Francisco, rather than Los Angeles. The matter of transfer was well within the statutory authority of the Panel and presents no proper question for consideration by the Court of Appeals or this Court.

(5) The rule of law urged by Petitioners would either foreclose the Panel from transferring a class of cases removed from state courts or would require the Panel to decide substantive questions of removal jurisdiction. The one would derogate powers vested in the Panel by statute, and the other would confer powers not conferred by statute.[3]

## BASIS FOR FEDERAL JURISDICTION

Although premature for this Court to decide, the jurisdictional question is an important one. When reached in the District Court, which of course has jurisdiction to decide its jurisdiction, the question is governed, among others, by *Federated Department Stores, Inc. v. Moitie, supra.* The Court there held that an antitrust case purportedly filed under state law is removable if it is essentially a federal claim artfully pleaded to avoid the pre-existing jurisdiction of the federal court with respect to the same parties and claims under the Sherman Act. Here the plaintiffs have sought to avoid the pretrial rulings of MDL-150 by proceeding in state court on an interstate antitrust claim already subject to federal jurisdiction with the hope that the state

3. 28 U.S.C. § 1407 does not authorize the Panel to decide questions of the removal jurisdiction of the federal courts. The Section merely provides for transfer from one district to another "when civil actions involving one or more common questions of fact *are pending in different districts* . . . ." (Emphasis ours.) There is no dispute that this cause was "pending" in the Northern District Court at the time the Panel entered its transfer order, and petitioners conceded before the Panel that there are common questions of fact justifying transfer.

court will ignore the decisions of this Court interpreting the Sherman and Clayton Acts and apply to interstate transactions state law that conflicts with federal law. This would be impermissible under the Supremacy Clause of the Constitution and an undue burden on interstate commerce. *Sola Electric Co. v. Jefferson Co.*, 317 U.S. 173, 176 (1942); *Flood v. Kuhn*, 407 U.S. 258, 284-85 (1972). Since federal law preempts application of state law, the case arises under federal law and is removable pursuant to 28 U.S.C. § 1441(b). This result is particularly appropriate when class action litigation against an entire interstate industry has been consolidated pursuant to 28 U.S.C. § 1407 and the attorneys general of several states have brought actions on behalf of their citizens under the federal *parens patriae* statute, 15 U.S.C. § 15(c).

## CONCLUSION

For the foregoing reasons we respectfully submit that this case is not procedurally ripe for review by this Court; the critical question of jurisdiction is not yet presented to this Court; and, accordingly, the petition for a writ of certiorari should be denied.

Respectfully submitted,

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## *Appendix A*

### PARENTS, AFFILIATES, AND SUBSIDIARIES
### (Other Than Wholly-Owned Subsidiaries)

#### UNION OIL COMPANY OF CALIFORNIA

Ace Gas, Inc.
Adobe Canyon Corporation
Alfa-Oeste Empreendimentos Participaoes E Servicos S/C Ltda.
Badger Pipe Line Company
Brea Agricultural Service, Inc.
Canyon Reef Carriers, Inc.
Chem Central Corporation
Chicap Pipe Line Company
Colonial Pipeline Company
Companhia Brasiliera De Metalurgia E Mineracao
Cook Inlet Pipe Line Company
Cymoly Corporation
Everglades Pipe Line Company
Gravcap, Inc.
Gravity Adjustment, Inc.
Inland Corporation
International Speedway Corporation
Kyung in Energy Company, Ltd.
Los Angeles Oil Company
Miami Valley Corporation
Mid-County Chemical Company
Midwest PMS, Inc.
Minera Unionoil Chile, Ltda.
Moreland/Tarnutzer-Hamilton
Moreland/Warmington
Moreland/Hapsmith Partnership
Moreland/John Martin Company
Moreland/Pulley
Oil Shippers Service, Inc.
P-M-S West, Inc.
Platte Pipe Line Company
Quebec Columbium, Ltd.
Sam Bo Real Estate Company, Ltd.
Sanitation, Inc.
Sepulveda Oil and Gas Company
Southern California Petroleum
South Saskatchewan Pipe Line Company
Southcap Pipe Line Company

Superior Deshler Company
Tecumseh Pipe Line Co.
Union/Westates Partnership
UNOCO (Philippines), Inc.
USZ Associates
USZ Hotel Venture
Van Salt Water Disposal Company
W. Cam Blk 595
West Texas Gulf Pipe Line Company
West Shore Pipe Line Company
Wolverine Pipe Line Company
Yellowstone Pipe Line Company

**STANDARD OIL COMPANY OF CALIFORNIA**

Huntington Beach Company
AMAX, Inc.
Cetus Corporation
American Overseas Petroleum Limited
Chevron do Brasil Participacoes e Empreendimentos Ltda
Chevron Oil Company of Portugal
Compania de Niguel Colombiano, S.A.
Compania de Petroleo Chevron S.A.
Crest Exploration Limited
First Colony Life Insurance Company
Oil Insurance Limited
P.T. Caltex Pacific Indonesia
Refineria Petrolera de Guatemala-California, Inc.
Windfarms, Ltd.
Caltex Petroleum Corporation

**CHEVRON USA, INC.**

Atlas Supply Company
Canyon Reef Carriers, Inc.
Felix Oil Company
Kenai Pipe Line Company
Kentucky Agricultural Energy Corporation
Long Beach Oil Development Company
Standard Pacific Gas Line Inc.

**ATLANTIC RICHFIELD COMPANY**

Alyeska Pipeline Service Company
Badger Pipe Line Company

Black Lake Pipe Line Company
Chapin, Kieley & Howe, Inc.
Colonial Pipeline Company
Cook Inlet Pipe Line Company
Delaware Bay Transportation Company
Dixie Pipeline Company
East Texas Salt Water Disposal Co.
Flower Street Limited
Gas De Chile S.A.
Gravity Adjustment, Inc.
Hardy Oil Company
Hydrokem Performance Chemicals Company
Iricon Agency Ltd.
Kenai Pipe Line Company
Lavan Petroleum Co.
Montoro, Empresa Para La Industria Quimica
Nihon Oxirane Company, Ltd.
Oil Shippers Service, Inc.
Ontario Terminals Inc.
Platte Pipe Line Company
Sinclair Venezuelan Oil Company
Tecumseh Pipe Line Company
Texas-New Mexico Pipe Line Company
Trans Mountain Oil Pipe Line Company

**MOBIL OIL CORPORATION**

AB Djurgardsberg
Abu Dhabi Petroleum Company Limited
Adria-Wien Pipeline Gesellschaft m.b.H.
AIMCO (ALPHA) Shipping Company
AIMCO (OMEGA) Shipping Company Ltd.
Aircraft Fuel Supply B.V.
Airtankdienst Koln
AK Chemie GmbH
AK Chemie GmbH & Co. KG
Akauma Rekisei Kogyo Kabushiki Kaisha
Alexandropolis Petroleum Installation S.A.
Allied Asphalts Limited
Alpa Alet Ve Dayanikli Tuketim Mamulleri Pazarlama A.S.
Altona Petrochemical Company Limited
Alyeska Pipeline Service Company

Ammenn GmbH
Ankara Gaz Satis Anonim Sirketi
Arabian American Oil Company
Arabian International Maritime Company Limited
Arabian International Maritime Company
The Arabian Petroleum Supply Company (S.A.)
Aral Aktiengesellschaft
A/S Fjellvegen
A/S Kongens Plass I
A/S Moretral
The Associated Octel Company Limited
Associated Octel Company (Plant) Limited
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Atlas Sahara S.A.
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Australian Synthetic Rubber Company Limited
Autobahn-Betriebe Gesellschaft m.b.H.
Aviation Fuel Services Limited
Aygaz Anonim Sirketi
B.V. Beheersmaatschappij MOBEM
Basrah Petroleum Company Limited
Bataan Refining Corporation
Bayerische Erdgasleitung GmbH
Bayerische Mineral-Industrie A.G.
Benoil S.A.
Bostadsrattsforeningen Basunen, Malmo
Bostadsrattsforeningen Forarsatet, Orby
Bostadsrattsforeningen Silverskatten, Trelleborg
Bostadsrattsforeningen Skepparegarden, Norrkoping
Brazos Heights Housing Incorporated
Brussels Airfuels Service S.C.
Buffalo River Improvement Corporation
Canner's Steam Company, Incorporated
Cansulex Limited
Canyon Reef Carriers, Inc.
Cartoenvases Valencia, S.A.
Carton de Colombia, S.A.
Carton de Venezuela, S.A.
Cartones Nationales, S.A.
Celmisia Shipping Corporation
Celulosa y Papel de Columbia, S.A.

Central African Petroleum Refineries (Pvt) Limited
Central Kagaku Kabushiki Kaisha
Cercera S.A.
Changi Airport Fuel Hydrant Installation Pte. Ltd.
Chuo Nenryo Gas Kabushiki Kaisha
Colombianos Distribuidores de Combustibles, S.A. (CODI)
Colonial Pipeline Company
Combustibles Colmerauer
Comet-Brennstoffdienst GmbH
Comex-Seal France S.A.
Comex-Seal Guernsey Ltd.
Comex-Seal Limited
Comex-Seal U.K. Limited
Comex-Seal U.S. Corporation
Compagnie Africaine de Transport Cameroun
Compagnie D'Entreposage Communautaire
Compagnie Immobiliere (Comimmo)
Compagnie Regionale de Distribution de Produits Petroliers-C.O.R.E. Dis.
Compagnie Rhenane de Raffinage
Compagnie Senegalaise des Lubrifiants (C.S.L.)
Compania Colombiana de Empaques Bates, SSA
Compania de Lubricants de Chile Limitada (Copec-Mobil Ltda.)
Compania Mexicana de Especialidades Industriales, S.A. de C.V.
Consortium Raymond Duez
Constructora Calle 70, S.A.
Cook Inlet Pipe Line Company
CORCOP
Corrugadora de Carton, S.A.
C.R.C. Lyon Chauffage
CRCP
Croager Bros. (1962) Limited
Cyprus Petroleum Refinery Limited
D. Muhlenbruch GmbH
D. Muhlenbruch GmbH & Co. KG
Dai Nippon Jushi K.K.
De. Ba. Deposito di Bari S.p.A.
Depot Petrolier de Mourepiane
Depot Petrolier du Gresivaudan

Depot de Petrole Cotiers
Depots Petroliers de La Crose (DPLC)
Deutsche Mobil Oil Exploration Ireland Ltd.
Deutsche Pentosin-Werke GmbH
Deutsche Transalpine Oelleitung GmbH
Dicomi S.r.l.
Dixie Pipeline Company
Drivmedelscentralen AB
Dukhan Services Company
East Japan Oil Development Company Ltd.
Eastern Lease Company Ltd.
Emoleum (Asphalts) Limited
Entrepot Petrolier de Chambery
Entrepot Petrolier de Dijon
Entrepot Petrolier de Mulhouse (E.P.M.)
Entrepot Petrolier de Nancy
Entreprise Jean Lefebvre
Erdgas-Verkaufs-Gesellschaft mbH
Erdoel-Lagergesellschaft mbH
Erdoel-Raffinerie Neustadt GmbH & Co. oHG
Erdoelbetrieb Reitbrook
Erdoelraffinerie Gesellschaft mbH in Liquidation
Establissments Bouthenet
Establissements Nicol and Cie
Faavang Autoverksted A/S
FACEL
Felix Oil Company
Filtroleo-Sociedade Portuguesa de Filtros Lda.
Filtros De Costa Rica S.A.
Finsbury Printing Limited
Fountain Garage (Alfreton Road) Ltd.
Fountain Garage (East Park) Ltd.
Fountain Garage (Halesowen) Ltd.
Fountain Garage (Leyton) Ltd.
Fountain Garage (Meadowhead) Ltd.
Fountain Garage (Mercury) Ltd.
Fountain Garage (Newbury Park) Ltd.
Fountain Garage (Sale) Ltd.
Fountain Garage (Stirchley) Ltd.
Fountain Garage (Wednesbury) Ltd.
Frome-Broken Hill Company Proprietary Limited

Fruehmesser Mineraloelhandels GmbH & Co. KG
Fruehmesser GmbH
Fuso Operations Kabushiki Kaisha
Futuro Enterprises (Christchurch) Ltd.
Futuro Homes (N.Z.) Ltd.
Gas Aletleri Anonim Sirketi
Geomines-Caen
Geovexin
Germ Lubricants Limited
Ghana Bunkering Services Limited
Goteborgs Branslesortering AB
Groupement Immobilier Petrolier G.I.P.
Groupement Petrolier Aviation G.P.A.
Groupement Petrolier De Brest (GPB)
Handelmaatschappij Hugenholtz & Co. B.V.
H.E. Oils Limited
Heizoel-Handelsgesellschaft mbH
Hellas Gas Storage Company S.A.
Highgate Associates, Ltd.
Home Counties Petroleum Products Limited
Hormoz Petroleum Company
Hydranten-Betriebs-Gesellschaft, Flughafen Frankfurt
Imperial Gas Co. of P.R., Inc.
Industria de Carbon del Valle Cauca, S.A.
Iranian Oil Participants Limited
Iranian Oil Services (Holdings) Limited
Iranian Oil Services Limited
Iraq Petroleum Company, Limited
Iraq Petroleum Pensions Limited
Iraq Petroleum Transport Company Limited
Island Exploration Company Proprietary Limited
Istanbul Petrol ve Makine Yaglari Limited Sirketi
Japan Airport Fueling Service Co. Limited
Japan Solar Energy Co., Ltd.
J.E.C.O.P.
K. Allan & Company Limited
K. K. Sankyo Plastics
K. K. Toresen
Kanto Kygnus Sekiyu Hambai K.K.
Kanto Oil Pipe Line Co., Ltd.
Kawasaki Kygnus Sekiyu Hambai Kabushiki Kaisha

Keihin Kygnus Sekiyu Hambai Kabushiki Kaisha
Keiyo Sea-Berth Company, Limited
Kettleman North Dome Association
Klaus Koehn GmbH
Klaus Koehn GmbH & Co. Mineraloel KG
Kobe Port Service Kabushiki Kaisha
Kurt Ammenn GmbH & Co. K.G.
Kygnus Ekika Gas Kabushiki Kaisha
Kygnus Kosan Kabushiki Kaisha
Kygnus Sekiyu Kabushiki Kaisha
Kyokuto Petroleum Services Overseas, Ltd.
Kyokuto Sekiyu Kogyo Kabushiki Kaisha
Les Nouveaux Comptoirs Petroliers
Les Supermarches De Cote D'Ivoire
Lubricantes del Sur, S.A.
Marceau & Cie
Mateo Tankers (U.K.) Limited
Maury Manufacturing Company, Inc.
Mediterranean Refining Company
Meentzen & Franke GmbH & Co.
Michael Beecham Limited
Mobil Ami, S.A.
Mobil Atlas Sociedad Anonima de Capital Variable
Mobil Chemie Belgie N.V. and Mobil Chimie Belge S.A.
Mobil-Comercio, Industria e Servicos Ltda.
Mobil Corporation
Mobil Gaz-Mobil Petrol Gazlari. Anonim Sirketi
Mobil Korea Lube Oil Industries Inc.
Mobil Motor Rest AG
Mobil Oil Angola, SARL
Mobil Oil Cameroun
Mobile Oil Cote d'Ivoire
Mobil Oil Dahomey
Mobil Oil Djibouti, S.A.
Mobil Oil Francaise
Mobil Oil Gabon
Mobil Oil Ghana Limited
Mobil Oil Haute Volta
Mobil Oil Holdings S.A.
Mobil Oil Mali

Mobil Oil Maroc
Mobil Oil Mauritanie
Mobil Oil Niger
Mobil Oil Nigeria Limited
Mobil Oil Nord-Africaine
Mobil Oil Philippines Inc.
Mobil Oil Portuguesa, S.A.R.L.
Mobil Oil Rwanda-Burundi (S.A.R.L.)
Mobil Oil Senegal
Mobil Oil Tchad
Mobil Oil Togo
Mobilrex
Mobil Tunisie
Mobil Tyco Solar Energy Corporation
Modern Buildings Membranes Ltd.
Molinos de Carton y Papel, S.A.
Morem
Mosul Petroleum Company Limited
Motel Rest SA
Motrate Products Limited
Mt. Marrow Blue Metal Quarries Pty.
Ndola Oil Storage Company Limited
Near East Development Corporation
The New Zealand Refining Company Limited
New Zealand Synthetic Fuels Corp. Ltd.
Nichimo Sekiyu Seisei Kabushiki Kaisha
Nippon Unicar Company Limited
Norddeutsche Erdgas-Aufbereitungs GmbH
Nordic Storage Company Ltd.
Nottingham Gas Limited
N.V. Roterdam-Rijn Pijpleiding Maatschappij
N.V. Socony-Standard-Vacuum Oil Company
Occidental de Empaques, Ltda.
Octel Associates
Octel S.A.
Oil Kol (Proprietary) Limited
Oil Service Company of Iran (Private Company)
Oldenburgische Erdoel Gesellschaft mit beschrankter Haftung
Olympic Pipe Line Company
Osage Pipe Line Company

P.T. Arun Natural Gas Liquefaction Company
P.T. Stanvac Indonesia
Paloma Pipeline Company
Pars Investment Corporation
Pembalta Gas System No. 1 Ltd.
Pembalta Gas System No. 3 Ltd.
Pembalta Gas System No. 4 Ltd.
Pembalta Gas System No. 5 Ltd.
Pembalta Gas System No. 6 Ltd.
Perretti Petroli S.p.A.
Petrocab
Petrogas Processing Ltd.
Petroleum Development (Cyprus) Limited
Petroleum Refineries (Australia) Proprietary Limited
Petroleum Services (Middle East) Limited
Petroleum Tankship Company Inc.
Petromin Lubricating Oil Company
Petromin Lubricating Oil Refining Company
Pipe-Lines de la Pallice
Plegadizos para la Industria S.A.
Poly Oil Chimie (P.O.C.)
Qatar Petroleum Company Limited
Qualbank, Inc.
Ragosine Oil Company Limited
Rainbow Pipe Line Company, Ltd.
Randhurst Corporation
Reforestadora Andina, S.A.
Reforestadora del Cauca, S.A.
Rhodes Petroleum Installation S.A.
Rivers Court Estates, Limited
Roc Lubricants Limited
Roc Lubricants (OCL) Limited
Rohel-Aufsuchungs Gesellschaft mbH
Ruhrgas Aktiengesellschaft
S&M Pipeline Limited
S.A. Mas & Cie
S.A.M. Lebreton
Samarco (Alpha) Shipping Company
Samarco (Beta) Shipping Company
Sanwa Kasei Kogyo Kabushiki Kaisha
SARL Garage Pineau

Sarni S.p.A.
Saudi Arabian Maritime Company
The Saudi Can Company, Ltd.
Saudi Chemical Industries Company Limited
Saudi Maritime Company Ltd.
Saudi Yanbu Petrochemical Company
Schubert Kommanditgelsellschaft
S.C.I. Du Fonds Du Val
Seal Participants (Holdings) Limited
Segher de Mexico, S.A. de C.V.
Seibu Kygnus Sekiyu Hambai Kabushiki Kaisha
SENERCO
Seram Societa per Azioni (S.p.A.)
The Sierra Leone Petroleum Refining Company Limited
R. Simonnet & CIE
Socalor
Sociedade Portugal Marrocos SARL
Societa Italiana per l'Oleodotto Transalpino, S.p.A.
Societe Africaine de Raffinage
Societe Agricole Des Entreprises Petrolieres (S.A.D.E.P.)
Societe Anonyme Etablissments Nicol and Cie
Societe Belge de Transport par Pipeline S.A.
Societe Camerounaise des Depots Petroliers (S.C.D.P.)
Societe Camerounaise Equatoriale De Fabrication De Lubrifiants "S.C.E.F.L."
Societe Civile de Mustapha
Societe Civile Immobiliere Courcelles-Etoile
Societe Civile Immobiliere de Construction de 34 Avenue du General Leclerc a Boissy-St-Leger
Societe Civile Immobiliere de Construction "La Residence Brune"
Societe Civile Immobiliere du 10 Bd. de la Republique A La Garenne-Colombes
Societe Civile Immobiliere Kleber-Etoile
Societe Civile Immobiliere La Fontaine Saint Lucien
Societe Civile Immobiliere Mobil
Societe Dahomeenne d'Entreposage de Produits Petroliers
Societe d'Armement Fluvial et Maritime "SOFLUMAR"
Societe de Construction & de Gestion CB 12
Societe de Distribution Castelroussine (SODICA)
Societe de Gaz D'Oceanic (SOGADOC)

Societe de Manutention de Carburants Aviation (S.M.C.A.)
Societe de Manutention deCarburants Aviation Dakar-Yoff
Societe de Manutention de Carburants Aviation de Tahiti (SOMCAT)
Socicte de Maperialx d' Etancheite Pour Le Entreprises (Meple)
Societe d'Enterposage de Bobo-Dioulasso (S.E.B.)
Societe d'Entreposage d'Hydocarbures de Bingo (SEHBI)
Societe d'Entreposage de San Pedro (SESP)
Societe d'Entreposage Petrolier au Burundi
Societe de Renovation D'Emballages Metalliques (Rem)
Societe d'Habitations a Loyer Modere de la Seine Maritime
Societe des Bitumes et Cut-Backs du Cameroun
Societe des Etablissements Goux
Societe Des Huiles Lemahieu
Societe de Pipe-Line Sud-Europeen
Societe Francaise Stoner-Mudge
Societe Gabonaise d'Entreposage de Produits Petroliers
Societe Gabonaise de Raffinage
Societe Industrielle des Asphaltes et Petroles de Lattaquie (Syrie) S.A.
Societe Ivoirienne de Fabrication de Lubrifiants (S.I.F.A.L.)
Societe Ivoirienne de Raffinage
Societe Mauritanienne d'Entreposage de produits Petroliers
Societe Nationale de Raffinage (Sonara)
Societe Nouvelle Raffinerie Meridionale De Ceresines (RMC)
Societe Novodis
Societe Pizo De Formulation De Lubrifiants (PIZOLUB)
Societe Regionale De Produits Petroliers
Societe Tahitienne de Depots Petroliers
Societe Tchadienne d'entreposage de Produits Petroliers
Societe Togolaise d'Entreposage (STE)
SOMODIP
Sonarep (South Africa) (Proprietary) Limited
SONEX
South African Oil Refinery (Proprietary) Limited
South Saskatchewan Pipe Line Company
South West Africa Road Binders (Proprietary) Limited

Statfjord Transport A.S.
Station-Service Lunes
Sydney Metropolitan Pipeline Pty. Ltd.
Syria Petroleum Company Limited
T.R. Miller Mill Company, Inc.
Tanklagergesellschaft Koln-Bonn
Tecklenburg GmbH
Techlenburg GmbH & Co. Energiebedarf K.G.
Texoma Pipe Line Company
Thailand Lubricant Products Limited
Thailand Solvent Products, Ltd.
Thomas Moscrop (Lion Oils) Limited
Thums Long Beach Company
Toa Nenryo Kogyo Kabushiki Kaisha
Tohko Plastics Co., Ltd.
Tonen Energy International Corp.
Tonen Sekiyu Kagaku Kabushiki Kaisha
Tonen Tanker Kabushiki Kaisha
Tonen Technology Kabushiki Kaisha
Total Centrafricaine de Gestion (TOCAGES)
Toulouse — Distribution Produits Petroliers
Toyoshina Film Co., Ltd.
Transalpine Finance Holdings S.A.
Transalpine Oelleitung in Oesterreich Gesellschaft m.b.H.
Trans-Arabian Pipe Line Company
Transgas Umschlags-Lager-Und Transport Gesellschaft MbH
Turkish Petroleum Company Limited
Twifo Oil Plantations Ltd.
UBAG Unterflur Betankungsanlage Flughafen Zurich
Union Grafica, S.A.
United Kingdom Oil Pipelines Limited
VOSACEC, S.P.A.
W.A.G. Pipeline Pty. Ltd.
Wako Kasei Kabushiki Kaisha
Wakohjushi Kabushiki Kaisha
Werner Weidemann Mineraloelvertrieb G.m.b.H
West Shore Pipe Line Company
Wolverine Pipe Line Company
Wyco Pipe Line Company
Zaire Mobil Oil
Zaire Services Des Entreprises Petrolieres

SHELL OIL COMPANY

Basin Pipe Line System
Bullenbay Marine Services, N.V.
Business Development Corporation of North Carolina
Butte Pipe Line Company
Capline System
Capwood Pipe Line System
Cortez Capital Corporation
Crown-Shell Baytown Feeder Line System
Curacao Oil Terminal N.V.
Dixie Pipeline Company
East Texas Salt Water Disposal Company
Explorer Pipeline Company
First Harlem Securities Corporation
Fractionation Research, Inc.
George Newman & Company
Gravcap, Inc.
Heat Transfer Research, Inc.
Inland Corporation
LOCAP, Inc.
LOOP, Inc.
MESBIC Financial Corporation of Houston
Oil Companies Institute for Marine Pollution
Compensation Limited
Oil Insurance Ltd.
Olympic Pipe Line Company
Ozark Pipe Line Company
Penn Central Corporation
Plantation Pipe Line Company
Rancho Pipe Line System
Royal Dutch Petroleum Company
Seadock, Inc.
Shell Petroleum, N.V.
The "Shell" Transport and Trading Company, Limited
Ship Shoal Pipe Line System
Thums Long Beach Company
United Scientific, Inc.
West Shore Pipe Line Company
WIDC
Wolverine Pipe Line Company

**GULF OIL CORPORATION**

A/S Jargul
A/S Jargul & Co. K/S
Albert Rose Chemicals, Ltd.
Allied-General Nuclear Services
Asia Polymer Corp.
China Gulf Oil Company Limited
China Gulf Plastics Corporation
Colonial Pipeline Company
Compagnie D-Investissement
Bustibles De Reacteurs A
Haute Tp
Delaware Bay Transportation Company
Dixie Pipeline Company
Ethyleen Pijpleiding
Maatschappij (Belgium) S.A.
Ethyleen Pijpleiding
Maatschappij (Nederland) B.V.
Explorer Pipeline Company
General Atomic Company
Gulf Canada Limited
Gulf Oil Zaire S.A.R.L.
Harshaw Galvanotecnia
Harshaw Quimica Ltda.
Hochtemperatur Reaktorbau GMBH
Industrias Vencedor S.A.
Insco Holding & Finance Company N.V.
Interquimica S.A.
Keydril (Nigeria) Limited
Kuwait Oil Company Limited
Laurel Pipeline Company
London Oil Refining Company Limited
Mid-Valley Pipeline Company
Midwest Carbide Corporation
Oil Shippers Service, Inc.
Oklahoma Nitrogen Company
Paloma Pipe Line Company
Pembroke Capital Company
Pembroke Cracking Company
Plastigama, S.A.
Platte Pipeline Company

Pol Transport AB
Raffinerie De Cressier S.A.
Rio Blanco Oil Shale Partnership
Sarni S.P.A. — Refining
Societe de Combustible Pour
Reacteurs A Haute Temperature (Corhat)
Solvent Refined Coal International, Inc.
Sunrise International Company Limited
Taita Chemical Corporation
Venezuela Gulf Refining Co.
West Texas Gulf Pipe Line Co.

**TEXACO, INC.**

Refineria Texaco de Honduras, S.A.
Texaco Agro-Industrial (Nigeria) Limited
Quimica Industrial "FIDES" S.A.
Texaco Canada Inc.
Public Fuel Transmission Systems Limited
The Great Eastern Oil & Import Co. Limited
Texaco Norway A/S
Deutsche Texaco Aktiengesellschaft
Texaco Portugal Prospeccaoe Producao, S.A.R.L.
Texaco North Sea Norway A/S
Texaco Gabon
Texaco Togo
Zaire-Texaco S.A.R.L.
Texaco Nigeria Limited
Texaco-Cities Service Pipe Line Company
Tadlaqaz S.A.
American Overseas Petroleum Limited
Bunkerservice Brunsbuttel G.m.b.H.
Societe Ivoirenne De Futs et D'Emballages
(Sifembal) (See Texaco Cote D'Ivoire)
Societe Guineenne De Lubrifiants et D'Emballages
(SOGUILUBE) (See Texaco Africa Ltd.)
Caltex Petroleum Corporation
Australian Lubricating Oil Refinery Limited
Phoenicia Oil Company S.A.L.
Botany Bay Tanker Company (Australia) Pty. Limited
Svdnev Metropolitan Pipeline Pty. Limited
Koa Oil Company, Limited

Mediterranean Refining Company
Nippon Petroleum Refining Company, Ltd.
Tokyo Tanker Company, Limited
Caltex Deutschland G.m.b.H.
Caltex Mediterranean Limited
Condea Chemie G.m.b.H.
Federated Pipe Lines Ltd.
Flexibox G.m.b.H.
LPG de Panama, S.A.
Pembroke Capital Company Inc.
P.T. Caltex Pacific Indonesia
Petrogas, S.A.
Texaco Maroc
Societe Ivoirienne D'Avitaillements Portuaires (S.I.A.P.)
Societe Ivoirienne D'Entrepasage De Produits Petroliers (S.I.E.P.P.)
Badger Pipe Line Company
Bayonne Industries, Inc.
Canyon Reef Carriers, Inc.
Colonial Pipeline Company
Coltexo Corporation
Dixie Pipeline Company
Explorer Pipeline Company
Felix Oil Company
Kaw Pipe Line Company
Laurel Pipe Line Company
LOCAP Inc.
LOOP Inc.
Olympic Pipe Line Company
Portland Pipe Line Corporation
Texas-New Mexico Pipe Line Company
THUMS Long Beach Company
West Shore Pipe Line Company
Wolverine Pipe Line Company
Wyco Pipe Line Company
Aircraft Fuel Supply B.V.
Airport Refueling Services S.p.A.
Aktiebolaget Svensk Petroleumlagring
Alberta Products Pipe Line Ltd.
Arabian American Oil Company
The Associated Octel Company Limited

Aviation Fuel Services Ltd.
Boral Limited
The New Zealand Refining Company Limited
South Africa Oil Refinery (Proprietary) Ltd.
Batangas Land Company Inc.
Changi Airport Fuel Hydrant Installation Pte. Ltd.
Ndola Oil Storage Company Limited
Central African Petroleum Refineries (Private) Ltd.
East African Oil Refineries Limited
H. C. Sleigh Limited
Pakistan Refinery Limited
Societe Malgache de Raffinage
Societe Reunionnaise d'Entreposage (S.R.E.)
Cia. Refinadora Petrolera Santo Domingo Inc.
Deutsche Transalpine Olleitung GmbH
Forenade Svenska Oljeimportorers AB
Frevlig A.G.
Gas Natural Colombiano S.A.
Ghana Bunkering Services Limited
Iranian Oil Participants Limited
Iranian Oil Services (Holdings) Limited
Irish Refining Company Limited
Maghreb Gaz S.A.
Mainline Pipelines Limited
Miland Airport Refueling Services, S.p.A. (MARS)
Mitsui-Texaco Chemicals Co., Ltd.
Montreal Pipe Line Company Limited
N.V. Rotterdam Rijn Pijpleiding Maatschappij
Oberheinische Mineralolwerke G.m.b.H.
Pars Investment Corporation
The Pipelines of Puerto Rico, Inc.
Raffinerie du Sud-Ouest S.A.
Refinery Services Company S.A.
Rheem del Ecuador C.A.
Rhein-Mein Rohrleitungstransportgesellschaft m.b.H.
Saudi International Petroleum Carrier Ltd.
The Sierra Leone Petroleum Refining Company Limited
Skandinaviska Raffinaderi Aktiebolaget Scanraff
Societa Italiana per l'Oleodotto Transalpino S.p.A.
Societa per Azioni Raffineria Padana Olii Minerali (SARPOM)

Societe Africaine de Raffinage S.A. (SAR)
Societe Anonyme de la Raffinerie des Antilles (SARA)
Societe D'Entreposage de Bobo-Dioulasso
Societe Camerounaise d'Entreposage (SCE)
Societe Dakaroise d'Entreposage S.A. (SDE)
Societe d'Entreposage de San Pedro S.A. (SESP)
Societe d'Entreposage Petrolier au Burundi S.A.R.L. (SEP-BURUNDI)
Societe De Manutention Des Carburants Aviation Dakar-Yoff (SMACADY)
Societe Gabonaise de Raffinage (SOGARA)
Societe Gabonaise d'Entreposage de Produits Petroliers S.A. (SGEPP)
Societe Tchadienne d'Entreposage de Produits Petroliers S.A. (STEPP)
Societe Togolaise d'Entreposage S.A. (STE)
Svensk Petroleum Forvaltning Aktiebolag
Tankanlage AG Ruemlang (TAR)
Texaco Mexicana, S.A.
Transalpine Finance Holdings S.A.
Transalpine Olleitung in Osterreich GmbH
Trinidad Asphalt Holdings Limited
Trinidad Northern Areas Limited
Trinmar Limited
Trintovac Developments Limited
United Kingdom Oil Pipelines Limited
Unterflur Betankungsanlage A.G. (UBAG)
West Australian Natural Gas Pty. Limited
Zaire Services des Entreprises Petrolieres (Zaire S.E.P.)
Aktiebolaget Djurgardsberg
Association Petroliere Belge
Aviation Fueling Services, S.A.
Aviation Service Center
Compagnie Entreposage Communautaire
Singapore Refining Company Private Limited
Societe Belge de Transport Par Pipeline S.A.
Societe de Cabotage Petrolier S.A.
Societe du Pipeline Sud-European S.A.
Societe Nationale de Raffinage
Svensk Petroleumadministration AB
Total Centrafricaine de Gestion

Societe Agricole des Enterprises Petrolieres
Union des Raffineurs Belges
Svensk Petroleumlagring Tre Aktienbolag
Societe Cameraunaise des Depots Petroleirs (SCDP)
TNPL
AK Chemie GmbH & Co. KG
Bergemann KG
Braunkohle-Benzin AG
Knoops & Muller Mineralolhandel GmbH
Karlsruhe-Stuttgart Rohrleitung GmbH
Bremer Mineralolhandel GmbH
Dannenberg & Co. Mineralolhandel GmbH
Mdina Weave Ltd.
W. Knierim & Co. Mineralolhandel GmbH
Boske & Co. Mineralolhandel GmbH
HoeTex Beteiligungsgesellschaft mbH
Wichmann Beteiligungsgesellschaft mbH
Caluplast Farbenfabriken Wichmann
Zerssen Mineralolhandel GmbH & Co. GmbH
Ful-Tex Euro Services Inc.
Drapol International Limited
Heddington Brokers Limited